

MEMORANDUM OF LEASE SUPPLEMENT NO. 1 (BN 1995-B)

Memorandum of Lease Supplement No. 1 made and entered into as of June 29, 1995 by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation ("*Lessor*"), and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

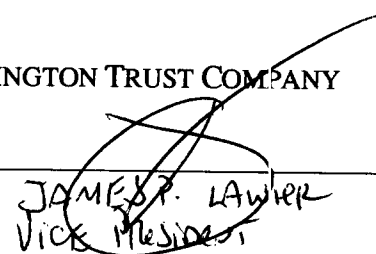
1. The undersigned have entered into that certain Equipment Lease Agreement (BN 1995-B) (the "*Lease Agreement*"), dated as of June 15, 1995, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Interstate Commerce Commission concurrently herewith pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BN 1995-B), dated June 29, 1995, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

By 
Name: JAMES P. LAWLER
Title: Vice President

Executed on this 29th day of June, 1995.

BURLINGTON NORTHERN RAILROAD
COMPANY

By 
Name: Robert F. McKenney
Title: Senior Vice President and Treasurer

Executed on this 26th day of June, 1995.

STATE OF Illinois)
)
COUNTY OF Cook) SS:

On this 28 day of June, 1995, before me personally appeared James P. Lawler to me personally known, who being by me duly sworn, says that he/she is a Vice President of Wilmington Trust Company, that said instrument was signed and sealed on June 28, 1995, on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

OFFICIAL SEAL
ANN CADDIGAN
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. MAR. 25, 1999

By Ann Caddigan
Notary Public

(SEAL)

My Commission Expires: 3/25/99

STATE OF TEXAS)
)
COUNTY OF TARRANT) SS:

On this 26th day of June, 1995, before me personally appeared Robert F. McKenney to me personally known, who being by me duly sworn, says that he is a Senior Vice President and Treasurer of Burlington Northern Railroad Company, that said instrument was signed and sealed on June 26, 1995, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL) SUSAN D. THOMPSON
Notary Public
STATE OF TEXAS
My Comm. Exp. 03/03/99

By Susan D. Thompson
Notary Public

My Commission Expires: _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
New SD70M-AC Locomotives	35	BN 9512 through BN 9546, inclusive